

RECORDATION NO. 26164-2 FILED

JUL 03 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of July 3, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26164.

The names and addresses of the parties to the enclosed document are:

Assignor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Assignee: Wachovia Financial Services, Inc.
One First Union Center
Charlotte, NC 28288

Anne K. Quinlan, Esquire
July 3, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

79 locomotives: NS 5501 - NS 5580 (excluding NS 5531).

A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 03 '08 -9 00 AM

**MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT effective as of July 3, 2008 ("Memorandum") is between First Union Rail Corporation ("Assignor") and Wachovia Financial Services, Inc. ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor, as lessee, has leased from Wells Fargo Bank Northwest, National Association, as owner trustee, as lessor, certain railroad cars more particularly described on Schedules 1, 2 and 3 attached hereto pursuant to Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 to that certain Equipment Lease Agreement (FURC Trust No. 2006-1), each dated as of May 31, 2006 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease"), evidence of which has been recorded pursuant to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 with the Surface Transportation Board on May 31, 2006 and assigned recordation number 26164-A.

B. Assignor and Assignee are parties to that certain Assignment and Assumption Agreement (FURC Trust No. 2006-1) dated as of the effective date hereof, pursuant to which Assignor has assigned all of its right, title, interest and obligations in and to the Lease and Assignee has assumed the obligations of Assignor under the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]


IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: 
Name: John J. Thomas
Title: President

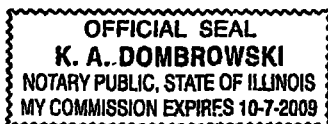
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 27 day of May, 2008 by John J. Thomas, as President of First Union Rail Corporation, a North Carolina corporation, on behalf of First Union Rail Corporation.


Notary Public

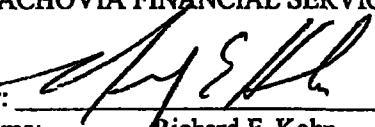
My commission expires: 10-7-2009

[Notarial Seal]



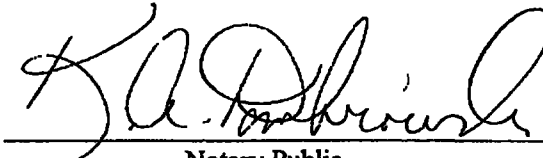
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WACHOVIA FINANCIAL SERVICES, INC.

By: 
Name: Richard E. Kohn
Title: Managing Director

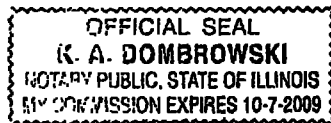
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the
County of Cook this 29 day of May, 2008 by Richard E. Kohn, as Managing Director
of Wachovia Financial Services, Inc., a North Carolina corporation, on behalf of Wachovia Financial
Services, Inc.


Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
A	2000 H.P., 4 axle, Locomotive	NS 5501 – NS 5503 NS 5504 – NS 5524	24	EMD

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
B	2000 H.P., 4 axle, Locomotive	NS 5525 – NS 5530 NS 5532 – NS 5556	31	EMD

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
C	2000 H.P., 4 axle, Locomotive	NS 5557 – NS5579 NS 5580	24	EMD

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/3/08



Robert W. Alvord